

UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF MASSACHUSETTS

IN RE: PHARMACEUTICAL  
INDUSTRY AVERAGE WHOLESAL  
PRICE LITIGATION

THIS DOCUMENT RELATES TO  
ALL ACTIONS

MDL NO. 1456

CIVIL ACTION: 01-CV-12257-PBS

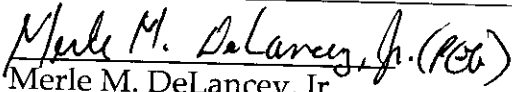
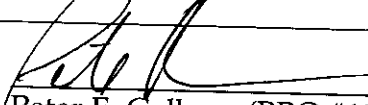
Judge Patti B. Saris

**DEFENDANTS' MOTION FOR A PROTECTIVE ORDER  
TO MAINTAIN THE CONFIDENTIALITY OF PORTIONS OF THE  
AMENDED MASTER CONSOLIDATED COMPLAINT, AND THE MONTANA  
AND NEVADA II AMENDED COMPLAINTS (NOT OPPOSED)**

For the reasons set forth in the accompanying Memorandum, on behalf of all affected Defendants, Baxter Healthcare Corporation hereby moves this Court for a protective order to maintain the confidentiality of certain portions of Plaintiffs' Amended Master Consolidated Complaint ("AMCC"), as well as portions of the Montana and Nevada II amended complaints. Plaintiffs do not oppose this Motion, but preserve their right to challenge the Defendants' designation of certain material as

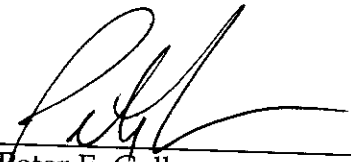
"CONFIDENTIAL" or "HIGHLY CONFIDENTIAL." A [Proposed] Order is attached hereto.

Respectfully submitted,

 Merle M. DeLancey, Jr. DICKSTEIN SHAPIRO MORIN & OSHINSKY LLP 2101 L St. NW Washington, DC 20037 Telephone: (202) 785-9700 Facsimile: (202) 887-0689  Counsel for Defendants BAXTER HEALTHCARE CORPORATION	 Peter E. Gelhaar (BBO #188310) DONNELLY, CONROY & GELHAAR, LLP One Beacon Street 33rd Floor Boston, MA 02108 Telephone: (617) 720-2880 Facsimile: (617) 720-3554
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**CERTIFICATION PURSUANT TO LOCAL RULE 7.1**

Pursuant to Local Rule 7.1(A)(2), the undersigned certifies that counsel for defendants conferred with counsel for plaintiff on this motion, and that counsel for plaintiff does not object to the filing of this motion.

  
Peter E. Gelhaar

PROOF OF SERVICE

I, Peter E. Gelhaar, certify that on 9/2, 2003, I caused a true and correct copy of the foregoing MOTION FOR A PROTECTIVE ORDER TO MAINTAIN THE CONFIDENTIALITY OF PORTIONS OF THE AMENDED MASTER CONSOLIDATED COMPLAINT, AND THE MONTANA AND NEVADA II AMENDED COMPLAINTS and MEMORANDUM IN SUPPORT thereof to be served on all counsel of record by electronic service in accordance with Case Management Order No. 2. Confidential portions of this MOTION, specifically, the affidavits included as Exhibit C to the motion, were filed under seal with the Court and were not served via Verilaw.

  
Peter E. Gelhaar